

AGENDA CITY COUNCIL Work Session – October 21, 2019 5:00 p.m. Council Chambers

1368 Research Park Dr Beavercreek, Ohio

- I. CALL TO ORDER
- II. ROLL CALL
- III. APPROVAL OF AGENDA
- IV. DISCUSSION ITEMS
 - A. Popcorn Festival, Ben Guthrie
 - B. Beavercreek Development Corporation
 - C. Greene County Grant
 - D. Ombudsman-Advocate
- V. COUNCIL COMMITTEE/EVENT UPDATES
- VI. ADJOURNMENT

Attachment to Articles of Incorporation of Beavercreek Development Corporation

THIRD: The purpose for which the corporation is formed

- A. To advance, encourage and promote the industrial, economic, commercial, and civic development of the City of Beavercreek, Ohio, by acting as a designated agency of the City, for the industrial, commercial, distribution, housing, and research development in such political subdivision in accordance with Section 1724.10 of the Ohio Revised Code;
- B. To facilitate the reclamation, rehabilitation and reutilization of vacant, abandoned, tax-foreclosed, or other real property within the City;
- C. To promote economic and housing development within the City; and
- D. Said corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). (This reference and all future references herein to any section of the Code shall be deemed to include all regulations promulgated thereunder and any corresponding provision of any future United States internal revenue law and the regulations thereunder.)

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

FIFTH: Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

SIXTH: In the event of any voluntary or involuntary dissolution, liquidation, or failure to reinstate these Articles of Incorporation after cancellation thereof, any remaining assets of the corporation shall be paid over and distributed by the Board of Directors with the approval of the Court of Common Pleas of Greene County, Ohio, to one or more political subdivisions of the State of Ohio from which on the date of the dissolution, liquidation or cancellation of the Articles of Incorporation there exists a designation of the corporation to act as agent pursuant to Article Third hereof, to be used exclusively for designated civic projects or public charitable purposes.

CODE OF REGULATIONS OF BEAVERCREEK DEVELOPMENT CORPORATION

ARTICLE I MEMBERSHIP

- <u>Section 1</u>. The directors named by the incorporator of the Corporation shall be the first members and all persons thereafter elected by the members shall upon such election become members of the Corporation.
- <u>Section 2</u>. Any regular member may resign at any time by notice in writing delivered to any officer of the Corporation other than himself. If a member misses three consecutive meetings, the member shall be deemed to have resigned. The resignation or a member shall constitute resignation by such person as a director and officer.

ARTICLE II MEETINGS OF MEMBERS

- Section 1. The first Board of Directors shall be appointed by the Beavercreek City Council following approval of this Code of Regulations by the Beavercreek City Council. The Board of Director terms shall be as provided herein and the membership of the first Board of Directors shall be in accordance with Article III. There shall be an annual meeting of the members of the Corporation within a period of four (4) months following the close of each fiscal year of the Corporation, on such date in such period as shall be designated by the Board of Directors and at such time and place in the City of Beavercreek Ohio, as shall be fixed in the notice of the meeting, provided that if the Board of Directors does not fix such date, time and place by the last day of the third month following the close of such fiscal year, then the President of the Corporation shall do so.
- <u>Section 2</u>. Special meetings of the members may be called and the time, date and place (which shall be within the City of Beavercreek, Ohio) of the special meetings specified, by the President, the Executive Committee, or any three members of the Board of Directors.
- <u>Section 3.</u> A majority of the members shall constitute a quorum for the transaction of business at any meeting of the members.
- <u>Section 4.</u> Any action which may be taken at a meeting of the members at which a quorum is present may be taken by the affirmative vote of a majority of the members present at such meeting.
- <u>Section 5.</u> A written or printed notice of every annual or special meeting of the members, stating the time, place and purpose thereof, shall be given to each member entitled to vote thereat and to each member entitled to notice as provided by law, which notice may be given to a member in person or may be mailed by first class mail to his last address appearing on

the books of the Corporation at least five (5) days prior to any such meeting. Any member may waive in writing, either before or after the holding of such meeting, any notice required to be given by law or under these regulations; and by attendance at any meeting without protesting the lack of proper notice, or by voting at any meeting, a member shall be deemed to have waived notice thereat.

ARTICLE III BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing board of the Corporation. Directors shall serve for one year terms except as otherwise hereinafter provided. At any time during which the Corporation is acting as the designated agent of one or more political subdivisions, in accordance with Chapter 1724 of the Ohio Revised Code, not less than two-fifths of the Board of Directors shall be composed of appointed or elected officers of such political subdivision or subdivisions, and at least one officer of each such political subdivision shall be a member of the Board of Directors.

Section 2. The Board of Directors shall be constituted as follows:

A member of Beavercreek City Council as appointed by a majority of Beavercreek City Council

The Beavercreek City Manager

The Beavercreek Planning and Economic Development Director

An appointee with commercial real estate experience or commercial lending experience One Beavercreek resident selected by the members

<u>Section 3.</u> A Director may be removed for good cause shown by the vote of at least ninety percent of the remaining members of the Board of Directors or may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.

<u>Section 4.</u> Except in the case of death, removal or resignation, a Director shall serve until his successor has been elected. In the event of any vacancy caused by the death, removal or resignation of a Director or by the failure of the members to fill all the positions on the Board at the meeting at which the number of Directors on the Board was fixed pursuant to Section 1 of this Article, any such vacancy may be filled by the vote of a majority of the remaining Directors.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. After each annual meeting of the members, or special meeting in lieu thereof, the newly elected Board of Directors, if a quorum thereof be present, shall hold an organizational meeting at the same place for the purpose of electing officers and transacting any other business. Notice of such meeting need not be given. If for any reason, said organizational meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.

- Section 2. Regular meetings of the Board of Directors may be held at such times and places within the City of Beavercreek, Ohio, as shall be provided for in the regulations or resolutions adopted by the Board of Directors and no notice of such meeting need be given unless otherwise provided in the regulations or resolutions adopted by the Board of Directors. Special meetings may be called by the President, Executive Committee or any three members of the Board of Directors. The notice of any special meeting shall set forth the time, date and place thereof (which shall be within the City of Beavercreek, Ohio) and the person or persons calling such meeting shall cause such notice to be given. Notice of each such meeting shall be given to each Director in writing, by personal delivery, first class mail, or email, and such writing shall be delivered, mailed or emailed not less than three (3) days prior to such meeting; provided, however, that such notice shall be deemed to have been waived by the Directors attending such meeting without protesting the lack of proper notice, or by noting at any such meeting and may be waived in writing or by telegram or cablegram by any Director either before or after such meeting. Unless otherwise limited in the notice thereof, any business may be transacted at any special meeting.
- Section 3. At any meeting of the Board of Directors, a quorum shall consist of a majority of the Directors in office at the time.
- Section 4. Except as otherwise provided in this Code of Regulations, any action which may be taken at a meeting of the Board of Directors may be taken by a vote of a majority of the Directors present at such meeting, provided that a quorum is present.
- Section 5. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the members of the Board of Directors then in office.

ARTICLE V OFFICERS

- <u>Section 1</u>. The Board of Directors shall elect a President, a Secretary/Treasurer and may elect an Executive Director and such other officers as the Board of Directors may deem appropriate. The President and Vice President shall be, and the other officers may, but need not, be chosen from the members of the Board of Directors. Any two of the offices may be held by one person, but in any case in which the action of more than one officer is required, no one person shall sit in more than one capacity. The office of Secretary/Treasurer shall be held by the Financial Administrative Services Director for the City of Beavercreek.
- <u>Section 2</u>. Any officer may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.
- <u>Section 3</u>. Except in the case of death, removal or resignation, an elected officer shall serve until his successor has been elected. In the event of death, removal or resignation of an elected officer (other than the President if there is a Vice President in office at the time), the Board of Directors shall elect a successor for the balance of the unexpired term of such officer

position. In the event of the death or resignation of the President (if there is a Vice President in office at the time), the Vice President shall assume the office of President for the balance of the unexpired term, and shall be deemed to have resigned the office of Vice President.

ARTICLE VI DUTIES OF OFFICERS

- <u>Section 1</u>. The President shall preside at meetings of the Board of Directors, may designate the date, time and place of meeting of the members and Board of Directors as provided herein, may execute all authorized instruments, including, without limitation, contracts, bonds, notes, debentures, deeds, mortgages and other obligations in the name of and on behalf of the Corporation, and shall perform such other duties as the Board of Directors may require.
- Section 2. In case of the absence or disability of the President, or when circumstances prevent the President from acting, the Vice President, if any, shall perform all of the duties of the President and, in such case, shall have all of the powers and obligations of the President, and any such instruments so executed by the Vice President shall be as valid and binding as though executed by the President. The Vice President shall also perform such other duties as the Board of Directors may require.
- <u>Section 3.</u> The Secretary/Treasurer shall take and keep records of the meetings of the members and of the Board of Directors, conduct such correspondence of the Corporation as may be designated by the President, perform the usual duties of his office and perform such other duties as the Board of Trustees may require.

The Secretary/Treasurer shall be the custodian of all funds and securities in other corporations and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board of Directors. He shall keep accurate financial accounts and hold the same open for examination of the Directors. On the expiration of his term of office, he shall turn over to his successor or the Board of Directors all property, books, papers, and moneys of the Corporation in his hands.

- Section 4. The Board of Directors may also elect for a term of one year one or more Assistant Secretary/Treasurer, who shall perform the duties of the Secretary/Treasurer in the case of the absence or disability of such Secretary/Treasurer, together with such other duties as the Board of Directors may from time to time prescribe. The power of such officers to execute all authorized deeds, mortgages, bonds, notes, contracts, and other obligations in the name of and on behalf of the Corporation shall be coordinate with like powers of the Secretary/Treasurer, and any such instrument so executed by any Assistant Secretary/Treasurer shall be as valid and binding as though executed by the Secretary/Treasurer. Such other officers as the Board of Directors may elect shall have such powers and duties as the Board of Directors may from time to time prescribe.
- <u>Section 5.</u> The Executive Director, if one shall be elected, shall be the chief administrative officer of the Corporation. He shall be responsible for supervising the property, business and affairs of the Corporation, subject to the direction of the Board of Directors. He

may execute all authorized instruments including, without limitation, contract, bonds, notes, debentures, deeds, mortgages and other obligations in the name of and on behalf of the Corporation, and shall perform such other duties as the Board of Directors may require. If an Executive Director is not elected, the duties and powers set forth herein shall be performed by and be applicable to one or more other officers as provided in Section 6 of this Article. The Executive Director shall be a non-voting member on the Board of Directors.

Section 6. The Board of Directors is authorized to delegate the duties of any officer to any other officer and generally to control the actions of the officers and to require the performance of duties in addition to those mentioned herein.

<u>Section 7</u>. Any officer, if required by the Board of Directors, shall give bond in such form and with such security as the Board of Directors from time to time may require for the faithful performance of his duties.

<u>Section 8.</u> The Board of Directors shall select depositories for the safekeeping of the moneys of the Corporation and establish the procedure for deposit and withdrawal of such moneys. In lieu of such deposit, the Board of Directors from time to time may authorize investment, of such moneys of the Corporation as are not then required, in any obligations in which a county or municipal corporation is authorized by the applicable sections of the Ohio Revised Code to invest its moneys.

ARTICLE VII COMMITTEES

<u>Section 1</u>. The Executive Committee of the Board of Directors shall be designated in accordance with and shall be subject to the following provisions:

- (a) At any meeting of the Board of Directors, it may designate an Executive Committee consisting of such number of Directors as the Board from time to time determines. The President shall be member of and shall serve as chairman of the Executive Committee.
- (b) Except as otherwise provided by the Board of Directors, the Executive Committee shall meet at such times and places it shall determine. The call of such meetings and giving of notice thereof shall be in the manner established by such Committee. At any meeting of said Committee, a quorum shall consist of a majority of the members, but the affirmative vote of a majority of all members of the Committee shall be necessary to the taking of any action by the Committee.
- (c) The Executive Committee may adopt regulations or resolutions to provide for the conduct of its affairs, provided that such regulations or resolutions shall not be contrary to the regulations or resolutions adopted by the Board of Directors, this Code of Regulations or the Articles of Incorporation of the Corporation.

(d) The Executive Committee shall serve at the pleasure of the Board of Directors and, during the intervals between meetings of the Board, shall possess and may exercise such powers of the Board as may be delegated from time to time by the Board to it, provided that the Executive Committee shall not be empowered to fill vacancies in the Board of Directors or officers of the Corporation, nor to fill vacancies in or add to its own membership.

Article 2. The Board of Directors may create other committees of the Board to consist of not less than three Directors, and may delegate to such committees such powers and duties of the Board as it shall deem appropriate. Except as otherwise provided by the Board of Directors, each such committee shall regulate its own procedure.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify any Director, officer, agent, or employee, or a former Director, officer, agent, or employee of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement or incurred in connection with the defense or settlement of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which such Director, officer, agent, or employee was or is a party or is threatened to be made a party by reason of the fact that he is or was such Director, officer, agent, or employee, to the extent that any such expenses or amounts were actually incurred, provided:

- (a) that he acted in good faith in what he reasonably believed to be in or not opposed to the best interests of the Corporation; and
- (b) that, in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

The determination as to (a) and (b) above shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not and are not parties to or threatened with any such action, suit or proceeding, or any other action, suit or proceeding arising from the same or similar operative facts, or (ii) if such a quorum is not obtainable, or even if obtainable if a majority of such quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to have been so indemnified within the past five years; or (iii) by the Court of Common Pleas or the court in which the action, suit or proceeding was brought.

The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of guilty or nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not meet the standards of conduct referred to above.

Notwithstanding the foregoing, in any action by or in behalf of the Corporation, no indemnification shall be made in respect of any claim, issue or matter as to which such present or

former Director, officer, agent, or employee shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the Court of Common Pleas or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such present or former Director, officer, agent, or employee is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that any such person has been successful on the merits or otherwise with respect to any action, suit or proceeding referred to above, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred in connection therewith without the determination specified above.

The Corporation may pay expenses, including attorneys' fees, incurred in connection with defending any action, suit or proceeding referred to above prior to final disposition thereof, as authorized by the Board of Directors upon receipt of a satisfactory undertaking by such person to repay such amount, unless it shall ultimately be determined that such person is entitled to indemnification by the Corporation as herein authorized.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person seeking indemnification may be entitled as a matter of law, by the Articles, regulations, agreements, insurance, or otherwise, with respect to acting in his official capacity, and shall continue as to a person who has ceased to be a Director, officer, agent, or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

<u>Section 2</u>. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, agent, or employee, against any liability asserted against him and incurred by him in any capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Articles or of the Ohio Revised Code.

Section 3. If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

ARTICLE IX FISCAL YEAR

<u>Section 1</u>. The fiscal year of the Corporation shall be from January to December, inclusive, unless another fiscal year is adopted.

ARTICLE X AMENDMENTS

This Code of Regulations may be amended by assent thereto in a writing signed by	at
least two-thirds of the members, or by a majority vote at any meeting of the members, provid	led
that the notice of said meeting stated the consideration of the amendment to be the purpose or	r a
purpose of the meeting.	

Adopted:	, 2019
Adopted:	, 2015

Pete Landrum

From: Pete Landrum

Sent: Friday, September 20, 2019 4:46 PM

To: Council

Cc: Bill Kucera; Mike Thonnerieux; Jeff McGrath; Dennis Evers

Subject: Ombudsman or Citizen's Advocate Position

Attachments: Ombudsman-Advocate Information Memo 9-20-19.pdf

Council,

Please see attached memo outlining the requested information from the motion made at the last council meeting. As outlined in the memo, each time we asked about grant funding of such a position, we were referred to a service already in operation, by way of MVRPC, in coordination with many other entities including the United Way and Catholic Social Services. Please see details in the memo.

I have asked staff at City Hall about requests for such services or needs and everyone has said that they have not recently received any calls for such services. We will educate staff about the information of services that we have learned about through this process.

As we continue to go through the process with MVRPC and FEMA, we will keep our eyes open for all possible grant opportunities for Beavercreek and or services that are available to Beavercreek residents.

Please see attached.

Thank you!

Pete E. Landrum City Manager City of Beavercreek Office: (937) 427-5510



INTER-OFFICE MEMORANDUM

September 20, 2019

Memo To:

Pete Landrum, City Manager

From:

Bill Kucera, Financial Administrative Services Director

Subject:

Ombudsman or Citizen's Advocate Position

During the last Council meeting, staff was tasked with researching the possibilities of hiring an Ombudsman or Advocate to assist tornado victims in handling a variety or obstacles being encountered including insurance, assistance programs, temporary housing and other issues. This involved researching grant funding opportunities for this position, estimating the costs and determining resources that are currently available to Beavercreek residents.

Grants

The City contacted agencies that would normally be associated with these types of grants, including Green Giving Community Foundation, Greene County MVRPC, Council on Aging, Ohio Department of Development, etc. None of these organizations had grants or funding that would facilitate the hiring of the position. Several of them indicated assistance they provided to the region including Beavercreek residents, but indicated that no direct funding could be provided. The City also inquired if the cost of the position cost could be considered for Public Assistance through the FEMA grant and it was determined that it would not be an allowable project cost.

Services Provided

Several agencies directed us to MVRPC who has been designated as the lead agency on community and individual recovery in the region. The individual recovery focuses on assisting people impacted by the disaster and coordinating the efforts of critical non-profits, social service agencies, federal and state assistance and foundations to meet the recovery needs of individuals impacted by the disaster. In response to our disaster, this group secured the resources of United Way & Catholic Social Services to provide a single number for individuals to call for assistance. Callers who need individualized, one-on-one guidance for things like insurance claims, follow through on applications, finding affordable housing, and need for other quality of life services are assigned to a specially trained case manager. It is important to note that this is a free, regional service available to all individuals impacted by the tornadoes regardless of which city/county they reside in or their personal/family income/age/other qualifying status.

Position Costs & General Fund

The City attempted to obtain a similar job description and pay range for this position. We located several similar type jobs that had the same type of main function as an advocate or support position. Using this information we estimated the cost would be in the range of \$17.50 to \$25.00 per hour. Using the midpoint, the costs associated with a part time (30 hours per week) employee would be approximately \$38,785 for an entire year. If it was the desire to employee this position as a full time position (full benefits) the associated cost would be approximately \$59,670. This would most likely be funded as a division or within a department in the General Fund. It should be noted that based on the tornado expenditures and potential delay in FEMA reimbursements, the General Fund projected fund balance is currently projected to be below the 20% fund balance at the end of 2020.

Hopefully this has provided you with the information you requested. Please feel free to let me know if you have any questions about this information or need additional detail.



CITY COUNCIL Regular Meeting – October 28, 2019 6:00 p.m. Council Chambers

- I. CALL TO ORDER
- II. ROLL CALL
- III. PLEDGE AND PRAYER/MOMENT OF SILENCE Council Member Vann
- IV. APPROVAL OF AGENDA
- V. APPROVAL OF MINUTES
- VI. PUBLIC HEARING -- PUD 17-4 AMEND 9/19 Rock Drive MOB
 - A. Applicant Presentation
 - B. Staff Presentation
 - C. Public Input
 - D. Council Input
 - E. Ordinance 19-22
- VII. PUBLIC HEARING PUD 17-1 SSP #1 Rock Drive MOB
 - A. Applicant Presentation
 - B. Staff Presentation
 - C. Public Input
 - D. Council Inp0ut
 - E. Motion
- VIII. ORDINANCES, RESOLUTIONS AND PUDS
 - A. Ordinance 19-20 Repealing and Adopting New Chapter 137 (Third Reading)
 - B. Resolution 19-63 Authorize PDAC Grant Application
 - C. Resolution 19-64 Authorize Park District Agreement
 - D. Resolution 19-50 Rotary Park Lease Agreement with Greene County
- IX. DECISION ITEMS
 - A. Acceptance of City Logo
- X. COUNCIL TIME
- XI MAYOR'S REPORT
- XII. CITY MANAGER'S REPORT
- XIII. CITIZEN COMMENTS
- XIV. ADJOURNMENT



CITY COUNCIL Regular Meeting – November 11, 2019 6:00 p.m. Council Chambers

- I. CALL TO ORDER
- II. ROLL CALL
- III. PLEDGE AND PRAYER/MOMENT OF SILENCE Vice Mayor Garcia
- IV. APPROVAL OF AGENDA
- V. APPROVAL OF MINUTES
- VI. ORDINANCES, RESOLUTIONS AND PUDS
 A. Ordinance 19-___ Additional Appropriations
- VII. COUNCIL TIME
- VIII. MAYOR'S REPORT
- IX. CITY MANAGER'S REPORT
- X. CITIZEN COMMENTS
- XI. ADJOURNMENT

PLANNING DEPARTMENT STATUS REPORT October 16, 2019

CITY COUNCIL

October 28, 2019

- PUD 17-4 Amendment 9/19, Rock Drive MOB
- PUD 17-4 SSP #1, Rock Drive MOB

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Tabled / Delayed / Pending

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PLANNING COMMISSION

November 6, 2019

• S-19-4, Park Overlook Partners II Replat

Tabled / Delayed / Pending

- PUD 519 MOD 8/19, Minor, Beaver Valley Shopping Center- Ground Sign
- PUD 19-1 SSP #1, IH Credit Union, public hearing (Case was tabled per applicant's request)

Commercial Permits Submitted and Under Review

- Noah's Event Venue
- Fifth Third BankHarbert Drive Storage Facility

BOARD OF ZONING APPEALS

November 13, 2019

CU-19-2, American Tower, 4040 Graham Drive (Remains on agenda due to 2-1 vote at September meeting. Applicant requested case be heard at November BZA Meeting.)

Currently Tabled or Delayed

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